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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

TL ADMINISTRATION CORPORATION., et al. (f/ka/ TWINLAB CORPORATION, et al.)

Debtors.

THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF TL  
ADMINISTRATION (f/k/a TWINLAB  
CORPORATION) on behalf of the ESTATE  
OF TL ADMINISTRATION  
CORPORATION,

Plaintiff

v.

BRIAN BLECHMAN, et al.

Defendants.

Case No. 04 CV 7699 (PKC)

“ECF CASE”

Chapter 11

Case No. 03-15564 (CB)  
Jointly Administered

Adv. Case No. 04-2334 (CB)

**DECLARATION OF JONATHAN S. SHENSON IN SUPPORT OF MOTION BY  
DEFENDANTS DANHAKL AND SOKOLOFF TO WITHDRAW THE REFERENCE  
WITH RESPECT TO THE ADVERSARY PROCEEDING COMMENCED BY THE  
COMMITTEE OF UNSECURED CREDITORS**

I, JONATHAN S. SHENSON, do hereby attest and swear as follows:

I am an attorney with the law firm of Latham & Watkins LLP. I am a member of the Bar of the State of California. I have personal knowledge of the matters set forth herein, and would competently testify thereto under oath if called as a witness. I submit this declaration in support of the Motion to Withdraw the Reference with respect to the above-captioned adversary complaint (the “Adversary Action”) filed by Defendants Danhakl and Sokoloff.

Attached hereto as Exhibit “A” is a true and correct copy of the amended complaint by the Committee of Unsecured Creditors in the Adversary Action. On May 7, 2004, the Complaint was filed with the Bankruptcy Court in the Southern District of New York (the “Bankruptcy Court”).

Attached hereto as Exhibit “B” is a true and correct copy of the Defendants’ motion to dismiss the amended complaint (the “Motion to Dismiss”). On June 11, 2004, the Motion to Dismiss was filed with the Bankruptcy Court.

Attached hereto as Exhibit “C” is a true and correct copy of the Plaintiffs’ response to the Motion to Dismiss (the “Plaintiffs’ Response”). On July 9, 2004, the Plaintiffs’ Response was filed with the Bankruptcy Court.

Attached hereto as Exhibit “D” is a true and correct copy of the Defendants’ reply to the Plaintiffs’ Response (the “Defendants’ Reply”). On August 2, 2004, the Defendants’ Reply was filed with the Bankruptcy Court.

Executed this 24<sup>nd</sup> day of September, 2004, at Los Angeles, California. I declare under penalty of perjury that the foregoing is true and correct.

/s/ Jonathan Shenson

Jonathan Shenson